

RECORDATION NO. 24619-A FILED

ALVORD AND ALVORD
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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 1, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of September 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number 24619.

The names and addresses of the parties to the enclosed document are:

Assignor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Assignee:	The Fifth Third Leasing Company The Fifth Third Center Cincinnati, Ohio 45263

Mr. Vernon A. Williams
October 1, 2003
Page 2

A description of the railroad equipment covered by the enclosed document is:

100 covered hopper cars within the series AEX 6691 - AEX 8957 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 30, 2003, by and between The Andersons, Inc. ("Assignor") and The Fifth Third Leasing Company ("Assignee").

SURFACE TRANSPORTATION BOARD

WHEREAS, The Anderson, Inc., as Lessor, and Cenex Harvest States Cooperative, as Lessee, have heretofore entered into that certain Master Lease Agreement dated as of December 1, 2000, and the Rider #200001-HCSR3 dated as of January 21, 2003 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 simultaneously with this Assignment and assigned recordation number 24619.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: THE ANDERSONS, INC.

By:

Nicholas C. Conrad
Nicholas C. Conrad

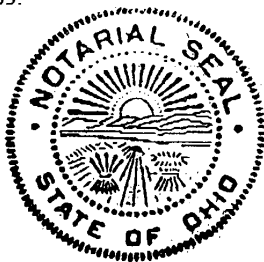
Title: Assistant Treasurer

STATE OF OHIO)
COUNTY OF LUCAS)

ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, the Assistant Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 30th day of September, 2003.



Julie Ann Dibble
Notary Public

My Commission Expires: Notary Public, State of Ohio
Commission Expires 8-20-05

ASSIGNEE: THE FIFTH THIRD LEASING COMPANY

By: [Signature]

Name: SCOTT D. KILEY

Title: VICE PRESIDENT

STATE OF OH)
) ss:
COUNTY OF Hamilton)

Before me, a Notary Public, in and for said county and state, personally appeared SCOTT D. KILEY, the VICE PRESIDENT of The Fifth Third Leasing Company, an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cincinnati, OH this 30 day of SEPT, 2003.

[Signature]
Notary Public
My Commission Expires: 9.14.03

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2007

EXHIBIT A
Cenex Harvest States Cooperatives
Rider 200001-HSCR3
Deal #R00145
Car Description
5700 Covered Hopper

	Car Number	
1	AEX	6691
2	AEX	7005
3	AEX	7008
4	AEX	7017
5	AEX	7021
6	AEX	7025
7	AEX	7029
8	AEX	7031
9	AEX	7033
10	AEX	7036
11	AEX	7039
12	AEX	7042
13	AEX	7045
14	AEX	7049
15	AEX	7052
16	AEX	7055
17	AEX	7058
18	AEX	7062
19	AEX	7064
20	AEX	7069
21	AEX	7072
22	AEX	7073
23	AEX	7076
24	AEX	7078
25	AEX	7080
26	AEX	7083
27	AEX	7084
28	AEX	7086
29	AEX	7088
30	AEX	7090
31	AEX	7093
32	AEX	7094
33	AEX	7096
34	AEX	7104

	Car Number	
35	AEX	7108
36	AEX	7110
37	AEX	7118
38	AEX	7119
39	AEX	7120
40	AEX	7124
41	AEX	7132
42	AEX	7134
43	AEX	7138
44	AEX	7142
45	AEX	7145
46	AEX	7146
47	AEX	7151
48	AEX	7158
49	AEX	7164
50	AEX	7176
51	AEX	7177
52	AEX	7181
53	AEX	7206
54	AEX	7218
55	AEX	7234
56	AEX	7250
57	AEX	7272
58	AEX	7284
59	AEX	7286
60	AEX	7288
61	AEX	7300
62	AEX	7303
63	AEX	7325
64	AEX	7337
65	AEX	7338
66	AEX	7357
67	AEX	7362
68	AEX	7382

	Car Number	
69	AEX	7401
70	AEX	7407
71	AEX	7410
72	AEX	7413
73	AEX	7414
74	AEX	8913
75	AEX	8914
76	AEX	8915
77	AEX	8917
78	AEX	8918
79	AEX	8919
80	AEX	8920
81	AEX	8921
82	AEX	8922
83	AEX	8924
84	AEX	8925
85	AEX	8927
86	AEX	8932
87	AEX	8934
88	AEX	8936
89	AEX	8937
90	AEX	8938
91	AEX	8939
92	AEX	8940
93	AEX	8942
94	AEX	8943
95	AEX	8944
96	AEX	8945
97	AEX	8946
98	AEX	8948
99	AEX	8954
100	AEX	8957

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/1/03



Robert W. Alvord